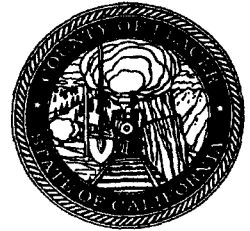


**Memorandum  
Office of Jenine Windeshausen  
Treasurer-Tax Collector**



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**To:** The Board of the Placer County Public Financing Authority

**From:** Jenine Windeshausen, Treasurer-Tax Collector

**Date:** May 9, 2006

**Subject:** Organizational Matters Relating to the Formation of the Placer County Public Financing Authority, and Various Actions Related to the Refunding of the 1997 Certificates of Participation for the Administrative and Emergency Services Building

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**Action Requested:**

1. Approve a resolution adopting By-Laws of the Authority, confirming the officers, establishing the time and place of regular meetings of the Authority, and making certain findings and directing certain actions to be taken regarding a conflict of interest code, and retaining counsel for the Authority.
2. Approve a resolution approving forms of Property Lease, Lease Agreement, Trust Agreement and Assignment Agreement and authorizing modifications to the foregoing and execution and delivery thereof as modified; approving execution and delivery of Certificates of Participation (2006 Administrative and Emergency Services Building Refinancing Project); and authorizing and directing Authority officers to take all necessary actions to implement the Refinancing Project.

**Background:**

As addressed in the preceding actions by Board of Supervisors and Redevelopment Agency today, the establishment of a joint powers authority to facilitate various types of financing by the County and the Redevelopment Agency is necessary to timely and efficiently address issues associated with these financings. Prior to this item, the Board of Supervisors and the Board of the Redevelopment Agency considered action to form the Placer County Public Financing Authority. It is now necessary for the Placer County Public Financing Authority Board to take certain actions to organize the business of the new Authority. Those actions are outlined in number one above.

The first order of finance related business of the new Authority is to approve lease, trust and assignment agreements related to the refunding of the 1997 Certificates of Participation, Administrative and Emergency Services Building. Additionally, the attached resolution includes authorization to execute and deliver the 2006 Certificates of Participation and to authorize Authority officers to take all necessary actions to implement the Refinancing Project.

**Fiscal Impact:**

There are no direct fiscal impacts from these actions. However, the actions requested will support the effort to refund the 1997 Certificates of Participation which is anticipated to generate approximately \$400,000 in net present value savings to the County.

**Environmental:**

This action is exempt from CEQA pursuant to CEQA Guidelines Section 15061(b)(3).

**Recommendation:**

It is therefore recommended that the Placer County Public Financing Authority Board take the actions requested above to consummate the formation of the Placer County Public Financing Authority and to take actions related to the lease arrangements for the Refinancing Project.

Respectfully submitted,

Jenine Windeshausen  
Treasurer-Tax Collector

**Attachments:**

- 1) Resolution adopting By-Laws and other actions related initial organizational matters of the Authority
- 2) Resolution approving lease, trust and assignment agreements and authorizing Authority officers to take all necessary actions to implement the Refinancing Project

**On File with the Clerk of the Board:**

- 1) Form of the Property Lease
- 2) Form of the Lease Agreement,
- 3) Form of the Trust Agreement
- 4) Form of the Assignment Agreement

**BEFORE THE BOARD OF PLACER COUNTY  
PUBLIC FINANCING AUTHORITY,  
STATE OF CALIFORNIA**

In the matter of:

Resolution No. \_\_\_\_\_

**A RESOLUTION OF THE GOVERNING BOARD OF THE PLACER COUNTY PUBLIC FINANCING AUTHORITY ADOPTING BY-LAWS OF THE AUTHORITY; CONFIRMING THE OFFICERS THEREOF; ESTABLISHING THE TIME AND PLACE OF REGULAR MEETINGS OF THE AUTHORITY; MAKING CERTAIN FINDINGS AND DIRECTING CERTAIN ACTIONS TO BE TAKEN REGARDING A CONFLICT OF INTEREST CODE; AND RETAINING COUNSEL FOR THE AUTHORITY**

The following **Resolution** was duly passed by the Board of The Placer County Public Financing Authority at a meeting held, \_\_\_\_\_, by the following vote on roll call:

Ayes:

Noes:

Absent:

Signed and approved by me after its passage.

\_\_\_\_\_  
Chairman of the Board  
Placer County Public Financing Authority

Attest:  
Clerk of the Board

\_\_\_\_\_  
  
\_\_\_\_\_  
  
THE GOVERNING BOARD (the "Board") OF THE PLACER COUNTY PUBLIC FINANCING AUTHORITY (the "Authority"), STATE OF CALIFORNIA, DOES HEREBY RESOLVE THAT:

WHEREAS, the Placer County Redevelopment Agency (the "Agency") and the County of Placer (the "County") have heretofore executed a Joint Exercise of Powers Agreement, dated as of May 9, 2006 (the "Agreement"), by and between the Agency and the County, which Agreement creates and establishes the Placer County Public Financing Authority (the "Authority");

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**NOW, THEREFORE, BE IT RESOLVED** by the Governing Board of the Placer County Public Financing Authority as follows:

Section 1. The By-Laws attached hereto as Exhibit A are adopted as the By-Laws of the Authority.

Section 2. Pursuant to Article II of the By-Laws, the several officers of the County set forth therein shall be and are hereby appointed as the respective officers of the Authority as specified therein.

Section 3. County Counsel of the County is hereby retained as general counsel to the Authority.

Section 4. Whenever an officer of the Agency is designated an officer of the Authority, the assistants and deputies of such officer from time to time shall also be, ex officio, officers of the Authority; and whenever a power is granted to, or a duty imposed upon, such officer, the power may be exercised, or the duty performed, by such assistant or deputy.

Section 5. The time and place of regular meetings of the Authority shall be as set forth in Article IV of the By-Laws, namely the place shall be the meeting room of the Board of Supervisors of the County (the "Board of Supervisors"), and the dates and times shall be the same as the dates and times for regular meetings of the Board of Supervisors.

Section 6. The Board hereby determines that the Authority is not subject to the provisions of Chapter 7 of the Political Reform Act of 1974 requiring the adoption of a conflict of interest code in that it has no "designated employees" within the meaning of the Political Reform Act of 1974. Such determination is based on the following facts: (1) the Authority does not have regulatory, quasi-regulatory, permit, licensing or planning authority functions; (2) the Authority will not acquire and hold title to real property in the foreseeable future; and (3) the annual operating budget exclusive of salaries for the Authority is less than \$70,000, as set forth in 2 Cal. Code of Regulations. Section 18751(d).

Section 7. This resolution shall take effect immediately upon its adoption.

**EXHIBIT A**

**BY-LAWS**

**OF THE**

**PLACER COUNTY PUBLIC FINANCING AUTHORITY**

Adopted May 9, 2006

## ARTICLE I - THE AUTHORITY

Section 1.1    Name. The official name of the Authority shall be the "Placer County Public Financing Authority."

Section 1.2    Authority Board Members. The Authority shall be administered by a governing board (the "Board") whose members shall be, at all times, the members of the Board of Supervisors (the "Board of Supervisors") of the County of Placer (the "County"), serving *ex officio*. The term of office as a member of the Board shall terminate when such member of the Board shall cease to be a member of the Board of Supervisors, respectively; and the successor to such member of the Board of Supervisors shall automatically become a member of the Board.

Section 1.3    Office. The business office of the Authority shall be at the County offices, 175 Fulweiler Avenue, Auburn, CA 95603, or at such other place as may be designated by the Board.

Section 1.4    Compensation. Board members may receive their actual and necessary expenses, including traveling expenses incurred in the discharge of their duties, but only when authorized by the Authority and if there are unencumbered funds available for such purpose.

## ARTICLE II - OFFICERS

Section 2.1    Officers. The Officers of the Authority shall be the Chair, Vice-Chair, Executive Director, Secretary, Treasurer and Auditor.

Section 2.2    Chair. The Chair of the Authority shall be the member who is the Chairman of the Board of Supervisors. The term of office shall be the same as the term of the Chairman of the Board of Supervisors. The Chair shall preside at all meetings of the Authority, and shall submit such information and recommendations to the Board as he or she may consider proper concerning the business, policies and affairs of the Authority.

Section 2.3    Vice-Chair. The Vice-Chair shall be the member who is the Vice Chairman of the Board of Supervisors. The term of office shall be the same as the term of the Vice Chairman of the Board of Supervisors. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair. In case of the resignation or death of the Chair, the Vice-Chair shall perform such duties as are imposed on the Chair, until such time as the members shall elect a new Chair.

Section 2.4    Executive Director. The Executive Director shall be the person who is the County Executive Officer of the County. The term of office shall be the same as the term of the County Executive Officer. The Executive Director shall serve as the chief executive officer of the Authority and shall be responsible for execution and supervision of the affairs of the Authority. Except as otherwise authorized by resolution of the Board, the Executive Director or the Executive Director's designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 2.5.    Secretary, Treasurer and Auditor. The Secretary shall be the person who is the Clerk of the Board of Supervisors of the County and shall serve at the pleasure of the Authority. The Secretary shall keep the records of the Authority, shall act as Secretary at the meetings of the Authority and record all votes, and shall keep a record of the proceedings of the Authority in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office.

The Treasurer and the Auditor shall be the persons and shall have the duties prescribed by the Joint Exercise of Powers Agreement, executed as of May 9, 2006, between the County and the Placer County Redevelopment Agency.

Section 2.6    Election of Officers. Confirmation of officers shall be the first order of business at the meeting of the Authority which coincides with the meeting of the Board of Supervisors at which officers of the Board of Supervisors are confirmed.

Section 2.7    Requirement of Board Action to Bind Authority. No member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the Board, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

### ARTICLE III - EMPLOYEES AND AGENTS

Section 3.1    Appointment of Employees and Agents. The Authority may from time to time request from the County the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Board may determine, for the performance of Authority business and affairs, provided that adequate sources of legally-available funds are identified for the payment of such temporary professional and technical services.

### ARTICLE IV - MEETINGS

Section 4.1    Regular Meetings. Regular meetings, which shall be scheduled on an as-needed basis, shall be held in the meeting room of the Board of Supervisors or at such other place as the Chair may designate, on the same dates and at the same times as are regular meetings of the Board of Supervisors. At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law.



Section 4.2    Special Meetings. A special meeting may be called at any time by the Chair or upon the request of two of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be sufficient if delivered to the Secretary. Notices to other persons or entities entitled by law to receive notices must be delivered personally or by mail and must be received at least 24 hours before the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Board. Such written notice may be dispensed with as to any Board member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time it convenes.

Section 4.3    Closed Sessions. Nothing contained in these bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.

Section 4.4    Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5    Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall

cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.6    Meetings to be Open and Public. All meetings of the Board to take action or to deliberate concerning Authority business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law and Section 4.3 of these bylaws.

Section 4.7    Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.

Section 4.8    Order of Business. At the regular meetings of the Authority, the following shall be the general order of business:

1.     Roll Call
2.     Approval of Minutes
3.     Reports
4.     Unfinished Business
5.     New Business
6.     Matters Not Appearing on the Agenda
7.     Adjournment

Section 4.9    Parliamentary Procedure. The rules of parliamentary procedure set forth in Robert's Rules of Order shall govern all meetings of the Authority, except as otherwise herein provided.

## ARTICLE V

### AMENDMENTS

Section 5.1    Amendments to By-Laws. These by-laws may be amended by the Board at any regular or special meeting by majority vote, provided that a description of the proposed amendment to any particular section is included in the notice of such meeting.

**BEFORE THE GOVERNING BOARD OF THE  
PLACER COUNTY PUBLIC FINANCING AUTHORITY,  
STATE OF CALIFORNIA**

**In the matter of:**

**Resolution No. \_\_\_\_\_**

THE PLACER COUNTY PUBLIC FINANCING AUTHORITY APPROVING FORMS OF PROPERTY LEASE, LEASE AGREEMENT, ASSIGNMENT AGREEMENT AND TRUST AGREEMENT; AUTHORIZING MODIFICATIONS TO EACH OF THE FOREGOING AND EXECUTION AND DELIVERY THEREOF AS MODIFIED; APPROVING EXECUTION AND DELIVERY OF CERTIFICATES OF PARTICIPATION (2006 ADMINISTRATIVE AND EMERGENCY SERVICES BUILDING REFINANCING PROJECT); AND AUTHORIZING AND DIRECTING AUTHORITY OFFICERS TO TAKE ALL NECESSARY ACTIONS TO IMPLEMENT THE REFINANCING PROJECT

The following **Resolution** was duly passed by the Governing Board of Placer County Public Financing Authority at a regular meeting held, \_\_\_\_\_, by the following vote on roll call:

Ayes:

Noes:

Absent:

Signed and approved by me after its passage.

\_\_\_\_\_  
Chairman of the Board of the Governing Board  
of the Placer County Public Financing Authority

Attest:  
Clerk of the Board

\_\_\_\_\_  
  
\_\_\_\_\_  
  
THE GOVERNING BOARD (THE "BOARD") OF THE PLACER COUNTY PUBLIC FINANCING AUTHORITY (THE "AUTHORITY"), STATE OF CALIFORNIA, DOES HEREBY RESOLVE THAT:

**WHEREAS**, the Authority has heretofore been formed as a California joint exercise of powers authority for the purpose of providing financial assistance to its members, including but not limited to the County of Placer (the "County"), in connection with the financing and refinancing of capital facilities;

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**WHEREAS**, the County has previously authorized the execution and delivery of \$15,000,000 (Administrative and Emergency Services Building) Certificates of Participation (the "Prior Certificates"), for the purpose of financing the construction of the Administrative and Emergency Services Building of the County and related appurtenant work (the "Project");

**WHEREAS**, the Board of Supervisors of the County (the "Board of Supervisors"), by resolution, has determined that current interest rates make the refinancing of the Prior Certificates economically desirable, and the Board of Supervisors has resolved to establish and implement a program to provide for the refinancing of the Prior Certificates (the "Refinancing Project");

**WHEREAS**, this Board hereby determines that the public convenience and necessity require assisting the County with refinancing the Project by implementing the Refinancing Project;

**WHEREAS**, in furtherance of implementing the Refinancing Project, the Authority proposes to lease the Project and the site on which the Project is located (the "Site") from the County pursuant to a property lease, between the County and the Authority, dated as of June 1, 2006 (the "Property Lease"); proposes to sublease the Site and the Project back to the County pursuant to a lease agreement, between the Authority and the County, dated as of June 1, 2006 (the "Lease Agreement"); proposes to assign to The Bank of New York Trust Company, N.A., as trustee (the "Trustee"), all of the Authority's right, title and interest under the Property Lease and the Lease Agreement pursuant to an assignment agreement, between the Authority and the Trustee, dated as of June 1, 2006 (the "Assignment Agreement"); and proposes to enter into a trust agreement, among the Trustee, the Authority and the County, dated as of June 1, 2006 (the "Trust Agreement"), to provide for the execution and delivery of Certificates of Participation (the "Certificates") to the original purchaser thereof, as determined by a competitive sale procedure to be conducted by the County, for the purpose of refinancing the Prior Certificates;

**WHEREAS**, in furtherance of implementation of the Refinancing Project, the following documents are on file with the Secretary of the Authority (the "Secretary") and have been presented to this Board for consideration as this meeting:

- a. the Property Lease;
- b. the Lease Agreement;
- c. the Assignment Agreement; and
- d. the Trust Agreement;

**WHEREAS**, the Authority has full legal right, power and authority under the laws of the State of California to enter into the transactions hereinafter authorized; and

**WHEREAS**, this Board has been presented with the form of each document referred to herein, and the Board has examined and approved each document and desires to authorize and direct the execution of such documents and the consummation of such financing;

**NOW, THEREFORE, BE IT RESOLVED** by the Governing Board of the Placer County Public Financing Authority as follows:

Section 1. All of the recitals herein are true and correct and this Board so finds.

Section 2. The Property Lease, in substantially the form on file with the Secretary, is hereby approved. The Secretary is directed to file a copy of such form with the minutes of this meeting. The Chair of the Governing Board, the Vice-Chair of the Governing Board, the Executive Director and the Authority Treasurer (each an "Authorized Authority Representative"), or any of them, are authorized and directed to execute and deliver an instrument in substantially

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said form, with such changes therein as such officer executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. The Lease Agreement, in substantially the form on file with the Secretary, is hereby approved. The Secretary is directed to file a copy of such form with the minutes of this meeting. The Authorized Authority Representatives, or any of them, are authorized and directed to execute and deliver an instrument in substantially said form, with such changes therein as such officer executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The Assignment Agreement, in substantially the form on file with the Secretary, is hereby approved. The Secretary is directed to file a copy of such form with the minutes of this meeting. The Authorized Authority Representatives, or any of them, are authorized and directed to execute and deliver an instrument in substantially said form, with such changes therein as such officer executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. The Trust Agreement, in substantially the form on file with the Secretary, is hereby approved. The Secretary is directed to file a copy of such form with the minutes of this meeting. The Authorized Authority Representatives, or any of them, are authorized and directed to execute and deliver an instrument in substantially said form, with such changes therein as such officer executing such instrument may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The execution and delivery, pursuant to the Trust Agreement, of the Certificates, evidencing and representing fractional undivided interests in the rights to receive Lease Payments payable by the County pursuant to the Lease Agreement, in the principal amount of not to exceed \$14,000,000, payable in the years and in the amounts with interest components with respect thereto as specified in the Trust Agreement as finally executed, is hereby authorized and approved.

Section 7. The officers and employees of the Authority are hereby authorized and directed, jointly and severally, to do any and all things which they may deem necessary or advisable in order to consummate the transactions herein authorized and otherwise to carry out, give effect to and comply with the terms and intent of this resolution. Without limiting the generality of the foregoing, the Authorized Authority Representatives and any other officers or employees of the Authority are hereby authorized and directed to execute and deliver any and all documents, certificates and representations necessary and desirable to accomplish the Refinancing Project as set forth above.

Section 8. All actions heretofore taken by the officers and agents of the Authority with respect to the sale, execution and delivery of the Certificates and the other transactions authorized and contemplated herein are hereby approved, confirmed and ratified.

Section 9. This resolution shall take effect from and after its date of adoption.